FORM D

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

445 49

,	OMB APPROVAL	
OMB NUMBER:	3235-0076	<u>-</u>
Expires:	September 30, 2008	
Estimated average b	ourden	
hours per response.	16.00	

•	SEC USI	E ONLY	
Prefix		Serial	
	1		
	DATE RE	CEIVED	
1	1		

Name of Offering ( check if this is an amendment and	name has changed, and indicate change.)
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iling Under (Check box(es) that apply):  Type of Filing: • New Filing   Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	on 4(6) □ ULOE	
	A. BASIC IDENTIFICATION DAT	ГА	
. Enter the information requested about the issue	er	<del></del>	08059226
lame of Issuer ( check if this is an amendment	and name has changed, and indicate change.)		-
deaPaint, Inc.			
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Inch	iding Area Code)
9 Stanhope Street, Boston, MA 02116		303-246-5343	
Address of Principal Business Operations (if ifferent from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Inch	ading Area Code)
Brief Description of Business:			DDO OFCCED
	•		PROCESSED
Distributor of interior painting solutions			
istributor of interior painting solutions  ype of Business Organization  corporation	☐ limited partnership, already formed	□ other (please specify):	SEP 1 9 2008

# GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Goscha, John R.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
IdeaPaint, Inc., 19 Stanhope Street, Bos	•		,		
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Availon, Jeff					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
IdeaPaint, Inc., 19 Stanhope Street, Bos	ton MA 02116		•		•
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	E Homotes	<u> </u>		<u> </u>	Constant till of National Street
,					
Newman, Morgen	01 1 10	0: 0 7: 0			
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ic)		
IdeaPaint, Inc., 19 Stanhope Street, Bos	ton, MA 02116				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□Executive Officer	<ul><li>Director</li></ul>	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Baldwin, Dennis					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	lc)		
11 D					
IdeaPaint, Inc., 19 Stanhope Street, Bos Check Box(es) that Apply:			- F A' . O	■ Director	5 Count of the Manager Production
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	- Diactor	☐ General and/or Managing Partner
Tun Name (East name trist, it marvisuar)					
Wilson, Marcus					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	đe)		
IdeaPaint, Inc., 19 Stanhope Street, Bos	ton, MA 02116				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		<u>-</u>			
Proglement Postage L.L.C					
Breakaway Partners I, LLC Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	·	
	(/ \d.iii) \d.		,		
800 Boylston Street, Suite 33, Boston, M				<u> </u>	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		_ continuit Owner	a account officer		Constant and or frameging 1 artiful
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D. ' D. 'I AII	<u> </u>	5. 16'. 5. 5' 6'	12		
Business or Residence Address	(Number and	Street, City, State, Zip Co	же) .		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		U
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?	\$ n/a	
	, , , , , , , , , , , , , , , , , , ,	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	0
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non-	Name (Last name first, if individual) e.		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	All States	
_[/ _[] _[]	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_[HI] _[MS] _[OR] _[WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
- [/ [] - [/ - [/	IL} _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		· · · · · · · · ·
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
[] _ [I]	AL] _[AK} _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RII _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID} _ [MO] _ [PA] _ [PR]

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$_5,378,863	\$ <u>2,628,863</u>
	□ Common   • Preferred		
	Convertible Securities (including warrants)	\$	<b>s</b>
	Partnership Interests	\$	\$
	Other (Specify)	<b>s</b>	\$
	Total	\$_5,378,863	\$ 2,628,863
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$ <u>2,628,863</u>
	Non-accredited Investors		•
	Total (for filings under Rule 504 only)		•
	Answer also in Appendix, Column 4, if filing under ULOE		\$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		<u>\$</u>
	Regulation A		s
	Rule 504		2
	Total		
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure		<b>3</b>
	is not known, furnish an estimate and check the box to the left of the estimate.		_
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$100,000_
	Accounting Fees	0	\$
	Engineering Fees	а	\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	<b>-</b>	s
	Total	•	\$ 100,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEED		
b. Enter the difference between the aggregate offering price given in response to Part C - Question  1 and total expenses furnished in response to Part C - Question 4.a. This difference is the  "adjusted gross proceeds to the issuer."		
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any ourness is not known, furnish an estimate		

and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, Payments To & AMlintes Others Salaries and fees. 0 Purchase of real estate..... Ò Purchase, rental or leaving and installation of machinery and equipment..... D Construction or leasing of plant buildings and facilities...... п Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a 7779777222}}}} п n Repayment of indebtodness \$ 767,096 \$<u>361,767</u> Working capital..... \$ 4,150,000 Other (specify): \_ Ò \$\_767,096 \$\_4.511.767\_ Total Payments Listed (column totals added) = \$\_5,278,863

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) IdeaPaint, Inc.	Signature	Date September 8, 2003	
Name of Signer (Print or Type)  John R. Goscha	Title of Signer (Print or Type)  President		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations, (See 18 U.S.C. 1001,)

END

\$ 5.278.863

5.